

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re: ) Chapter 11  
 )  
DELPHI CORPORATION., et al., ) Case No. 05-4481 (RDD)  
 )  
 ) Jointly Administered  
 )  
Debtors. ) Judge Robert D. Drain

**AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL**

STATE OF MARYLAND )  
 ) ss:  
COUNTY OF MONTGOMERY )

Joshua G. Berman, being duly sworn deposes and says:

1. I am a partner of SONNENSCHEIN NATH & ROSENTHAL LLP (“SNR”), which maintains offices at: 1301 K Street, N.W., Suite 600, East Tower, Washington, DC 20005 and 233 S. Wacker Drive, Suite 8000, Chicago, IL 60606.

2. Neither I, SNR, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the “Debtors”), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. SNR, has represented and advised Debtors’ former Treasurer Pamela Geller in the ongoing Department of Justice (“DOJ”) and Securities and Exchange Commission (“SEC”) investigation .

4. Debtors’ have requested, and SNR has agreed to continue to perform services pursuant to section 327(e) of title 11 of the United State Code, 11 U.S.C. §§ 101-1330, as amended (the “Bankruptcy Code”), with respect to the matters for which it was previously employed.

5. SNR represents creditors in the Debtors’ bankruptcy cases in matters unrelated to the representation described herein. SNR has filed appearances on behalf of Molex Inc. and INA USA, Inc. and its affiliates and may represent other creditors from time to time in the cases. None of the attorneys at SNR involved in the creditor representations are working on the representation of the former Treasurer Pamela Geller.

6. SNR’s current fee arrangement with the Debtors is \$350 per hour.

7. Except as set forth herein, no promises have been received by SNR or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

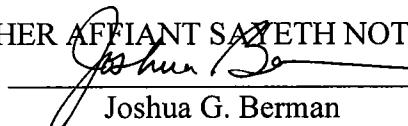
8. SNR has no agreement with any entity to share with such entity any compensation received by SNR.

9. SNR and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Except as set forth herein, SNR does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

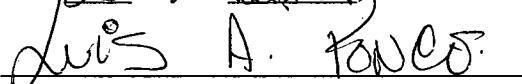
10. Neither I, SNR, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents an interest adverse to the Debtors, or their estates in the matters upon which SNR is to be engaged.

11. The foregoing constitutes the statement of SNR pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016 (b)

FURTHER AFFIANT SAYETH NOT

  
Joshua G. Berman

Subscribed and sworn before me  
This 23 day of December, 2005

  
Notary Public

LUIS A. PONCE  
NOTARY PUBLIC  
DISTRICT OF COLUMBIA  
My Commission Expires May 14, 2009

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

in re	:	X
DELPHI CORPORATION, <u>et al.</u> ,	:	<b>AFFIDAVIT OF SERVICE</b>
Debtors	:	Chapter 11
	:	Case No. 05-44481 (RDD)
	:	(Jointly Administered)
	:	
	X	

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF ILLINOIS )  
COUNTY OF COOK ) Fed ID 36-1796730

Jillian Gutman Mann, being duly sworn, deposes and says that she is over the age of eighteen (18) years; that on January 4, 2006 she served the within Affidavit of Legal Ordinary Course Professional dated December 23, 2005 upon the following:

Delphi Corporation  
Attn: General Counsel  
5725 Delphi Drive  
Troy, MI 48098  
Debtors

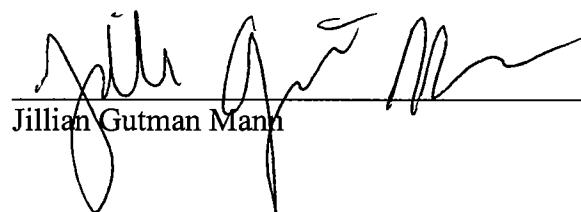
John Wm. Butler, Jr., Esq.  
Skadden, Arps, Slate, Meagher & Flom  
333 W. Wacker Drive  
Suite 2100  
Chicago, IL 60606  
Counsel to the Debtors

Alicia M. Leonhard, Esq.  
The U.S. Trustee  
33 Whitehall Street  
Suite 2100  
New York, NY 10044

Mark A. Broude, Esq.  
Latham & Watkins  
885 Third Avenue  
New York, NY 10022  
Counsel to the Creditors Committee

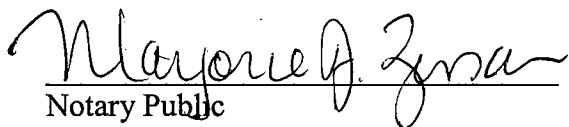
Marissa Wesley, Esq.  
Simpson, Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, NY 10017  
Counsel for the Agent under the Debtor's  
Prepetition Credit Facility

Marlane Melican, Esq.  
Davis, Polk & Wardell  
450 Lexington Avenue  
New York, NY 10017  
Counsel for the Agent under the Debtor's  
Postpetition Credit Facility



Jillian Gutman Mann

Subscribed and sworn before me  
this 4<sup>th</sup> day of January, 2006



Marjorie J. Zessar  
Notary Public

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